

Policy Title: By-Laws of the Mississippi State Board of Mental Health

Scope: Pursuant to Section 41-4-1, et seq, all actions by the Mississippi State Board of Mental Health shall be in accordance with the purpose, powers, and duties of the Board as delineated in these statutes.

Policy: To ensure that the purpose and goals of the Department of Mental Health are carried out in an orderly and efficient manner, the Mississippi Board of Mental Health shall establish and conduct the operations and functions of the Department of Mental Health according to established by-laws.

Procedure: The following shall be the by-laws for implementing the operations and functions of the Board of Mental Health:

I. NAME AND OFFICE.

A. Name. The name of this Board is the State Board of Mental Health, created to direct the operations and functions of the State Department of Mental Health.

B. Office. The principal office of the Board shall be in Jackson, Mississippi. The Board may also have offices at such other places as the Board may from time to time appoint or the purpose of the Board may require.

II. MEMBERS AND MEETINGS OF MEMBERS.

A. Membership. The Board shall consist of the persons legally designated, appointed and certified to the

Department as representatives from the several original and any later added regions and/or classifications as provided in Section 41-4-3, Mississippi Code of 1972.

- B. Rights of Membership. The right of a member to vote and all his right, title, and interest in or to the Board properties shall cease on the termination of his/her membership. No member shall be entitled to share in the distribution of the Board assets upon the dissolution of the Board/Department.
- C. Resignation of Members. Any member may resign from the Board by delivering a written resignation to the Chairman or Executive Secretary of the Board and to the Governor.
- D. Monthly Meetings. The monthly meeting of the members of the Board shall be held at the principal office of the Board or other place properly designated on a Thursday of each month if not a legal holiday, for the purpose of electing officers and/or for the transaction of such other business as may properly come before the meeting. The June meeting shall be the annual meeting of the Board and may be on a day other than Thursday.
- E. Notice of Monthly Meetings. Notice of place and purpose of the monthly meeting shall be served, either personally or by mail, not less than five (5) nor more than ten (10) days before the meeting upon each person who appears on the books of the Board as a member or agent or advisor and, if mailed, such notice shall be directed to the person at his address as it appears on the books of the Board, unless he shall have filed with the secretary of the Board a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

- F. Special Meetings. Special meetings of the members may be called at any time by the Chairman or the Executive Secretary, and must be called by the Chairman or the Executive Secretary on receipt of the written request of three (3) or more of the members, by written notice to be given as herein provided.
- G. Notice of Special Meetings. Notice of a special meeting stating the place and purpose thereof shall be served personally or by mail upon each member residing within the United States, not less than three (3) nor more than ten (10) days before such meeting, and if mailed, such notice shall be directed to each member at this address as it appears on the books or records of the Board, unless he shall have filed with the secretary of the Board a written request that notices intended for him shall be mailed to some other address designated in such request.
- H. Quorum. At any meeting of members of the Board the presence of a majority of the members in person shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these by-laws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.
- I. Voting. At every meeting of the Board, each member shall be entitled to vote in person. Upon the demand of any member, the vote upon any question before the

meeting, shall be by secret ballot. All elections shall be had and all questions decided by a majority vote of the members present, in person.

- J. Waiver of Notice. Whenever under the provisions of any law or under the provisions of the by-laws of this Board, the Board or any committee thereof is authorized to take any action after notice to the members of the Board or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of time, if, at any time before or after such action be completed, such requirements be waived in writing by the Board members entitled to such notice or entitled to participate in the action to be taken.
- K. Removal of Members. Any Board member may be removed from membership only by the action of the Board and the Governor, after hearing.
- L. Expenses of Board Members. Each member of the Board shall be entitled to per diem and reimbursement of expenses as provided in the Uniform Per Diem Compensation for Officers and Employees of State Boards, Section 25-3-69 of the Mississippi Code of 1972, as amended.
- M. Vacancies. Any vacancy in the Board occurring during the year, including a vacancy created by an increase in the number of the Board members created by a statutory amendment, shall be filled for the unexpired portion of the term by the Governor or as otherwise required by statute. Any Board member so designated shall hold office until the expiration of this appointed term and until the appointment and qualification of his successor.

III. POWERS AND DUTIES OF THE BOARD AND ITS OFFICERS.

- A. Control. The business and property of the Department shall be managed and controlled by the State Board of Mental Health.
- B. Powers. All the legal powers, except such as are otherwise provided for in these by-laws and in the laws of the State of Mississippi, shall be and are hereby vested in and shall be exercised by the Board. The Board may by general resolution delegate to committees of their own number, to officers of the Board, or to agents such powers as they may see fit; and shall have authority to delegate such powers as they may see fit to any member of the Board.
- C. Duties. The Board shall cause to be presented annually and filed with the minutes thereof a report, verified by the Chairman and Executive Secretary, or by a majority of the members, showing:
 - 1. The amount and nature of the real property acquired during the year immediately preceding the date of the report and the manner of the acquisition;
 - 2. The proposed annual budget for the operation of the Department of Mental Health and funding authorized by State Legislature;
 - 3. The names and places of residence of the persons who have been admitted to the Board during the year; and
 - 4. The said Board shall procure the services of the State Auditor for the preparation of an annual audit of the Department. The said audit report shall be available for inspection by all members and the public at large.
- D. Executive Director. The Board shall appoint a full time Executive Director to serve at the will and

pleasure of the Board of Mental Health as provided in Section 41-4-7 of the Mississippi Code of 1972, as amended. This Executive Director shall be given the necessary authority and held responsible for the administration of the Department and all its activities and divisions, subject to the laws of the State of Mississippi and the policies, regulations, and orders that may be issued by the Board. The Executive Director shall also serve as Executive Secretary to the Board.

IV. OFFICERS.

- A. Number. The officers of the Board shall be the Chairman and Executive Secretary, and such other officers with such powers and duties not inconsistent with these laws or by-laws as may be appointed and determined by the Board. Any two (2) officers, except those of Chairman and Secretary, may be held by the same person.
- B. Election, Term of Office, and Qualifications. The chairman shall be elected annually by the members from among their number, and the other officers shall be elected annually by the members from among such persons as the said members may see fit, at an annual meeting of the members.
- C. Vacancies. In case any office of the Board becomes vacant by death, resignation, retirement, disqualification, or any other cause, a majority of the members, in special meeting, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the annual meeting of the Board next succeeding and until the election and qualification of his successor.
- D. Chairman. The chairman shall preside at all meetings of the Board. He shall have and exercise general charge and supervision of the affairs of the Board and

shall do and perform such other duties as may be assigned to him by the Board.

- E. Executive Secretary. The Executive Secretary shall have and may exercise such powers as are conferred upon him by the Board and shall have charge or control of such books and documents as the Board may determine. He shall attend all meetings of the Board and keep or cause to be kept the minutes of all meetings of the Board. He shall keep or cause to be kept a record, containing the names, alphabetically arranged, of all persons who are members of the Board, showing their places of residence, and such book shall be open for inspection at all reasonable times. He shall sign in the name and on behalf of the Board, any contracts or agreements authorized by the Board. He shall, in general, perform all the duties incident to the office of Executive Secretary, subject to the control of the Board. He shall cause to be made such payments as may be necessary or proper to be made on behalf of the Board. He shall enter or cause to be entered regularly on the books of the Board, to be kept by or for him for the purpose, full and accurate account of all monies and obligations received and paid or incurred for or on account of the Department, and shall exhibit such records at all reasonable times to any member upon application.
- F. Removal. Any officer, except the Executive Secretary, may be removed from office by the affirmative vote of two-thirds (2/3) of all the members at any regular or special meeting called for that purpose, for non-feasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Department, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. These officers proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of the meeting of the Board at which removal is to be voted

upon and shall be entitled to appear before and be heard by the Board at such meeting. The Executive Secretary (Executive Director of the Department) shall serve at the will and pleasure of the Board.

V. AGENTS AND REPRESENTATIVES.

The Board may appoint such agents and representatives of the Board with such powers and to perform such acts or duties on behalf of the Board as the Board may see fit, so far as may be consistent with these by-laws, to the extent authorized or permitted by law.

VI. CONTRACTS.

The Board, except as by law or in these by-laws otherwise provided, may authorize an officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Board, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Department by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or for any amount.

VII. PRIOR NOTICE OF MEETING TOPICS.

The executive secretary shall, on or before five (5) days prior to any regular or special meeting of the Board, serve or cause to be served, either personally or by mail upon each person who appears on the books of the Board as a member or agent thereof, notice of each topic, subject matter, and/or decision to be reached with supporting or explanatory data attached. If such information be mailed, it shall be directed as provided in Article II, paragraph E of these by-laws and shall be mailed along with the notice as

provided in Article II, paragraph E.

VIII. FISCAL YEAR.

The fiscal year of the Board shall commence on July first (1st) of each year and end on June thirtieth (30th) of the next calendar year.

IX. PROHIBITION AGAINST SHARING IN EARNINGS.

No member, officer or employee of, or member of a committee of, or person connected with, the Board, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Department, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Department in effecting any of its purposes as shall be fixed by the law or the Board; and no such person or persons shall be entitled to share in the distribution of any of the Department assets upon the dissolution of the Department. All members of the Board shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Department, whether voluntary or involuntary, and the assets of the Department, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the law may determine or as may be determined by a Court of competent jurisdiction, exclusively to the State of Mississippi, or other entity authorized by statute.

X. RENEWAL AND AMENDMENTS.

Only members of the Board shall have power to make, alter, amend and repeal the by-laws of the Board by affirmative vote of a majority, provided, however, that

such action shall be proposed at a regular meeting, except as otherwise provided by law. The by-laws of the Board shall be reviewed as needed upon the recommendation of a member of the Board.

XI. EXEMPT ACTIVITIES.

Notwithstanding any other provision of these by-laws, no member, officer, employee, or representative of this Board shall take any action or carry on any activity by or on behalf of the Board not permitted to be taken or carried on by the law of the State of Mississippi.

XII. OPEN MEETINGS.

With the exception of any matter or matters specifically and individually determined by the Board to be heard, voted upon and/or otherwise acted upon in executive session, all matters presented to, discussed and/or acted upon by this Board of Directors shall, at all times, be done in an open public meeting. This open meeting policy be and it shall remain, the philosophical policy of this Board and Department and shall, under the direction of the executive director of the Department, be the example for all operation and functions of this Department.

XIII. APPROVAL OF MEDICAL STAFF,
ORGANIZATION, BY-LAWS, AND
REGULATIONS.

The Board of Mental Health will provide mechanism for the formal approval of the organization, by-laws, rules, and regulations of the Medical Staff of a hospital.

XIV. MEDICAL APPOINTMENTS.

The Board of Mental Health, on the recommendation of the active Medical Staff of a hospital, will appoint members of the Medical Staff.

D-0001
11/30/06
12/17/74
12/01/90
07/30/94
11/21/96
12/20/98
02/21/01
09/27/03

DEPARTMENT OF MENTAL HEALTH

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Edwin C. LeGrand III - Executive Director

April 23, 2007

Secretary of State
Administrative Procedures
202 N. Congress Street
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Jackson, MS 39205-0136
Handmail

RE: By-Law of the Mississippi State of Mental Health Policy No. D-0001

Enclosed herewith is the filing notice and certificate of Mr. LeGrand for finalizing the above policy. Would you please send me a copy of the final stamped filing notice for my records.

Thank you for your assistance in this matter and it is greatly appreciated.

Sincerely,


Carol F. Thweatt
Senior Attorney

CFT/rm

Enclosure

CERTIFICATE

I, EDWIN C. LEGRAND III, do hereby certify that I am Executive Director of the Mississippi Department of Mental Health, located at 1101 Robert E. Lee Building, 239 North Lamar Street, Jackson, Mississippi 39201, and that attached hereto for filing with the Secretary of State's Office is a true and correct copy of the **By-Law of the Mississippi State Department of Mental Health Policy No. D-0001**, which was adopted by the Board of Mental Health on April 19, 2007, to become effective twenty-five (25) days after filing.

SO CERTIFIED, this the 23rd day of April, 2007


EDWIN C. LEGRAND III
Executive Director

Mississippi Department of Mental Health
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